

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

McNEIL NUTRITIONALS, LLC,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C. A. No. 05-69 (GMS)
	)	
THE SUGAR ASSOCIATION, THE	)	
AMALGAMATED SUGAR COMPANY,	)	
AMERICAN CRYSTAL SUGAR COMPANY,	)	
AMERICAN SUGAR CANE LEAGUE,	)	
AMERICAN SUGAR REFINING, INC.,	)	
ATLANTIC SUGAR ASSOCIATION,	)	
HAWAIIAN SUGAR & TRANSPORTATION	)	
COOPERATIVE, IMPERIAL SUGAR	)	
COMPANY, MICHIGAN SUGAR COMPANY,	)	
MINN-DAK FARMERS COOPERATIVE,	)	
OKEELANTA CORPORATION, OSCEOLA	)	
FARMS COMPANY, RIO GRANDE VALLEY	)	
SUGAR GROWERS, INC., SOUTHERN	)	
MINNESOTA BEET SUGAR COOPERATIVE,	)	
SUGAR CANE GROWERS COOPERATIVE OF	)	
FLORIDA, UNITED STATES SUGAR	)	
CORPORATION, WESTERN SUGAR	)	
COOPERATIVE, WYOMING SUGAR LLC,	)	
AMERICAN SUGARBEET GROWERS	)	
ASSOCIATION, and QORVIS	)	
COMMUNICATIONS, LLC,	)	
	)	
Defendants.	)	

**DEFENDANTS' MOTION TO DISMISS**

The defendants, by their undersigned counsel, hereby move to dismiss the Complaint in this action on the basis of improper venue, the Noerr-Pennington Doctrine, lack of subject matter jurisdiction, lack of personal jurisdiction, lack of standing, and failure to state a claim upon which relief may be granted. The grounds for this motion are fully set forth in Defendants' Brief in Support of Their Motion to Dismiss, filed contemporaneously herewith.

POTTER ANDERSON & CORROON LLP

By: Sarah E. DiLuzio  
Richard L. Horwitz (No. 2246)  
Sarah E. DiLuzio (No. 4085)  
Hercules Plaza – Sixth Floor  
1313 North Market Street  
Wilmington, DE 19801  
Telephone: (302) 984-6000  
E-mail: rhorwitz@potteranderson.com  
sdiluzio@potteranderson.com

OF COUNSEL:

James P. Murphy  
Squire, Sanders & Dempsey LLP  
1201 Pennsylvania Avenue, N.W., Suite 500  
Washington, DC 20004  
Telephone: (202) 626-6600  
Facsimile: (202) 626-6780

Adam R. Fox  
Squire, Sanders & Dempsey LLP  
801 So. Figueroa Street, Suite 1400  
Los Angeles, CA 90017  
Telephone: (213) 624-2500  
Facsimile: (213) 623-4581

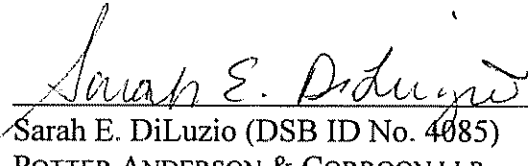
*Attorneys for Defendants*

Dated: March 25, 2005  
675453

**CERTIFICATE OF SERVICE**

I, Sarah E. Diluzio, hereby certify that on March 25, 2005, I electronically filed true and correct copies of the foregoing DEFENDANTS' MOTION TO DISMISS with the Clerk of the Court using CM/ECF which will send notification of such filing to the following counsel of record:

Steven J. Balick (No.2114)  
ASHBY & GEDDES  
222 Delaware Avenue  
17<sup>th</sup> floor  
Wilmington, DE 19801  
Telephone: (302) 654-1888  
sbalick@ashby-geddes.com

  
Sarah E. DiLuzio (DSB ID No. 4085)  
POTTER ANDERSON & CORROON LLP  
Hercules Plaza, 6th Floor  
1313 North Market Street  
Post Office Box 951  
Wilmington, Delaware 19899-0951  
Tel: (302) 984-6000  
E-mail: sdiluzio@potteranderson.com